

1 Michael W. Malter (SBN 96533)
Robert G. Harris (SBN 124678)
2 BINDER & MALTER, LLP
2775 Park Avenue
3 Santa Clara, CA 95050
Tel: (408) 295-1700
4 Fax: (408) 295-1531
Email: michael@bindermalter.com
5 Email: rob@bindermalter.com

6 Attorneys for Tallwood Technology Partners, LLC

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8 **UNITED STATES BANKRUPTCY COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10 **SAN JOSE DIVISION**

11 WAVE COMPUTING, INC., *et al.*,

12
13 Debtors¹,

Case No. 20-50682 MEH

Chapter 11 (Jointly Administered)

14 **JOINDER OF TALLWOOD TECHNOLOGY**
15 **PARTNERS, LLC TO (A) DEBTORS'**
16 **EMERGENCY MOTION FOR ORDER (I)**
17 **ENFORCING PROTECTIONS OF 11 U.S.C. §§**
18 **362 AND 525(a), AND (II) GRANTING RELATED**
19 **RELIEF AND (B) MOTION OF DEBTORS**
20 **PURSUANT TO B.L.R. 9006-1 REQUESTING**
21 **ORDER SHORTENING TIME FOR HEARING**
22 **ON DEBTORS' EMERGENCY MOTION FOR**
23 **ORDER (I) ENFORCING PROTECTIONS OF 11**
24 **U.S.C. § § 362 AND 525(a), AND (II) GRANTING**
25 **RELATED RELIEF**

Related to Docket Nos.: 1192, 1196

Date: February 26, 2021

Time: 11:00 a.m. (Pacific Time)

Judge: Honorable M. Elaine Hammond

Hearing via Zoom Video

26 ¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax
27 identification number, as applicable, are: Wave Computing, Inc. (4264), MIPS Tech, Inc. (8247), Hellosoft, Inc. (8640),
Wave Computing (UK) Limited (None), Imagination Technologies, Inc. (6967), Caustic Graphics, Inc. (7272), and
28 MIPS Tech, LLC (2161). The Debtors' mailing address is 3201 Scott Blvd, Santa Clara, CA 95054.

1 Secured creditor, DIP lender, and successful bidder after auction Tallwood Technology Partners,
2 LLC (“Tallwood”) LLC hereby joins in the request for the relief sought in the (i) *Debtors’ Emergency*
3 *Motion for Order (I) Enforcing Protections of 11 U.S.C. §§ 362 and 525(a), and (II) Granting Related*
4 *Relief* [Docket No. 1192] (the “525(a) Motion”)² and (ii) *Motion of Debtors Pursuant to B.L.R. 9006-1*
5 *for Order Shortening Time for Hearing on Debtors’ Emergency Motion for Order (I) Enforcing*
6 *Protections of 11 U.S.C. §§ 362 and 525(a), and (II) Granting Related Relief* [Docket No. 1196] (the
7 “Shorten Time Motion” and, together with the 525(a) Motion, the “Motions”), filed contemporaneously
8 herewith.

9 Tallwood’s understanding is that the effective date of the Plan is being delayed by nothing more
10 than the refusal of the DSOS to issue good standing certificates. Closing had initially been planned for
11 February 18, 2021. Tallwood stands ready, willing and able to fund the \$5.1 million Exit Facility as
12 soon as all conditions for the Plan’s effective Date have been met.

13 Mr. Perkins is absolutely correct when he says that “[a]s a condition to the occurrence of the
14 Effective Date and the Debtors entering into the contemplated Exit Facility (as such terms are defined in
15 the Plan), the Debtors must deliver certificates of good standing from the State of Delaware (the “Good
16 Standing Certificates”).³ Other financing documents implementing the Plan also require certificate of
17 good standing for good reason: the hard-fought benefits and protections for which the Committee
18 negotiated would be undermined if left with the choice of waiving the good standing requirement or
19 supporting a back-up bid that may yield less than half of the Plan’s dividend to creditors.

20 Tallwood is equally concerned with the consequences of the DSOS’s failure to issue good
21 standing certificates. Tallwood negotiated for the standard condition that the reorganized debtors, for
22 whom it bid almost \$60 million, be in good standing. Tallwood should not now be forced to decide
23 whether to allow the sale to go to the back-up bidder or close a sale for entities not in good standing in
24 Delaware, limited in their ability to sue, to appear in court and potentially to fulfill their duties as
25 reorganized debtors under the Plan.

26 ² Capitalized terms used but not defined in this joinder (this “Joinder”) shall have the meanings ascribed to such
27 terms in the 525(a) Motion.

28 ³ Declaration of Lawrence R. Perkins in Support of The Debtors’ Emergency 525(A) Motion, 3:11-14.

1 This Court has the power to issue an order granting the Motion and eliminate the bureaucratic
2 entropy that seems to have seized the DSOS. Tallwood respectfully requests that it do so and grant the
3 Motions.

4 Dated: February 25, 2021

BINDER & MALTER LLP

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6 /s/ Robert G. Harris
Robert G. Harris

7 Attorneys for Tallwood Technology
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JOINDER